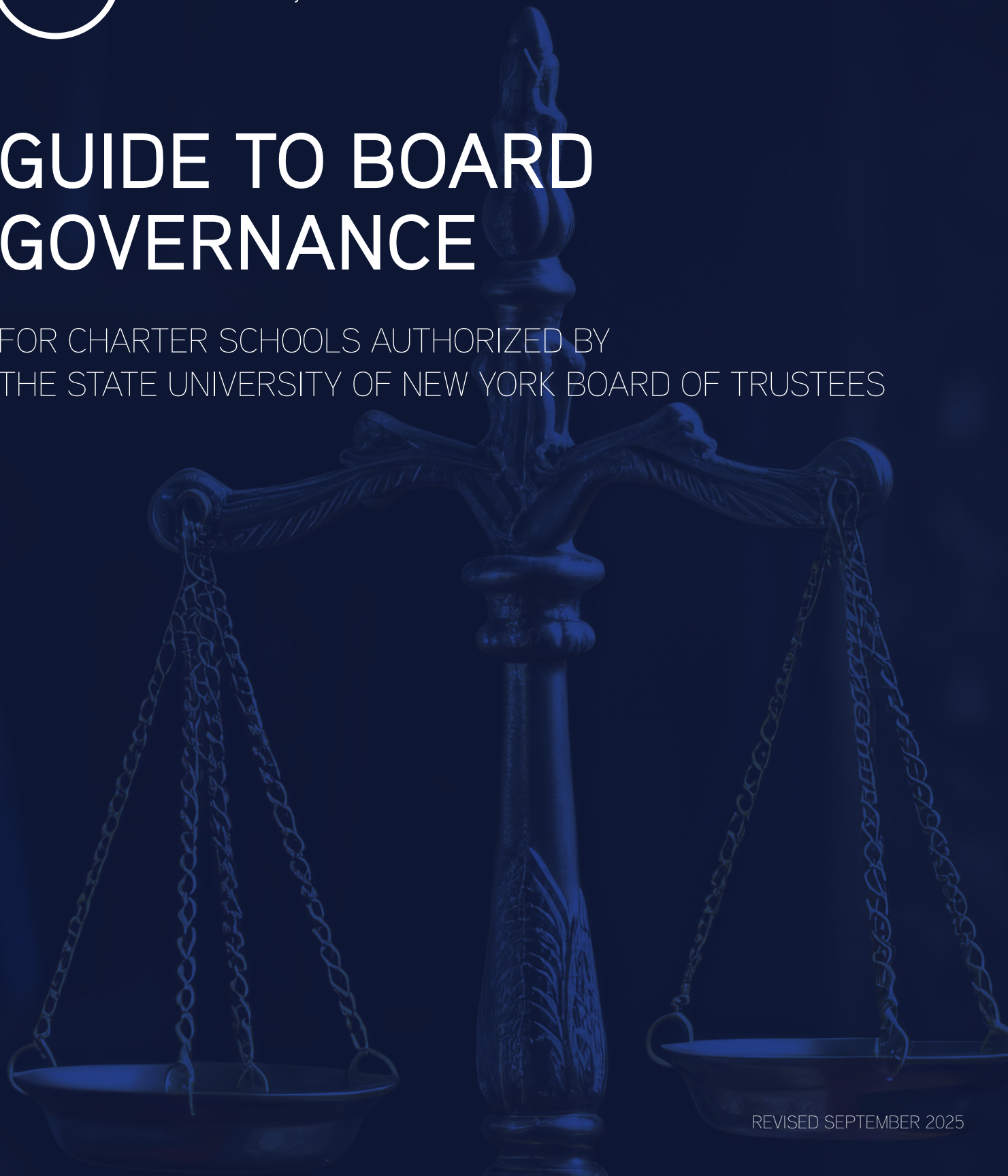




GUIDE TO BOARD GOVERNANCE

FOR CHARTER SCHOOLS AUTHORIZED BY
THE STATE UNIVERSITY OF NEW YORK BOARD OF TRUSTEES



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INTRODUCTION

Charter school education corporations are governed by the New York Education Law and parts of the New York General Municipal and Not-For-Profit Corporation Laws. A charter school education corporation's board of trustees (the "board") is initially comprised of the trustees, or members, listed in the Charter Application and subsequently self-selected by the board members with final approval by the SUNY Charter Schools Institute (the "Institute"). The board has the ultimate, independent oversight responsibility of all aspects of each charter school the education corporation has the authority to operate.

The board is charged with the responsibility to oversee each school, including the academic program, organizational viability, and fiscal responsibility. Therefore, the board must develop policies, monitor their implementation, and revise accordingly. The education corporation's final Charter Application, which is incorporated into the Charter Agreement, contains the foundations of these policies, or in some cases, the complete policies. Each trustee has a duty of loyalty and fiduciary responsibility to the education corporation.

This guidance breaks down each component by applicable agreement provision(s), applicable laws and regulations, discussion, and responsible tasks. Responsible tasks include where and when the board is required to inform and/or seek the approval of the Institute regarding changes in board governance.

The Institute provides [board resources, tools, and model documents](#) on its website, including sample dashboards, sample school leader and charter management organization ("CMO") evaluations, and monthly board focus questions. The board should carefully review the [SUNY Renewal Benchmarks and the SUNY Renewal Policies](#) to obtain an understanding of how to implement its responsibilities.

If you have any questions regarding the information provided in this guidance, please contact the Institute's Legal Department at charter.legal@suny.edu.

DISCLAIMER

Nothing implied or stated in this guidance should be construed to be legal advice. The SUNY Charter Schools Institute (the "Institute") is not a law firm and this guidance should not be interpreted as creating an attorney-client or legal advisor relationship. For questions regarding your specific situation, please consult a qualified attorney. This guidance contains general information and may not reflect current statutes, case law, or other legal developments. The Institute does not guarantee the guidance's content is correct, complete, or up-to-date.

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REMINDERS

These reminders provide a broad overview of school board governance. Each of the below reminders are thoroughly explained in this guidance document.

Board Membership. The board must:

- Consist of 5-25 trustees (as set by the bylaws or by resolution of the board in accordance with the bylaws) who are over the age of 18;
- Have no more than 40% of the trustees affiliated with another single entity, except for another education corporation;
- Have at least six trustees on the board if one trustee is affiliated with the education corporation's charter management organization ("CMO"), or if two trustees are affiliated with the CMO, have at least seven trustees on the board;
- Ensure any trustee affiliated with the CMO is not the board president or treasurer;
- Ensure the board chair does not also serve as the board secretary at any time;
- Notify the Institute within five days of any trustee resignation, removal, or vacancy on its board by emailing charter.legal@suny.edu; and,
- Vote to elect any new proposed trustee, notify the Institute by emailing the proposed name to charter.legal@suny.edu, submit the required documents in Epicenter, and wait for the Institute's determination within 45 days.

Board Committees. The board must:

- Pass resolutions establishing any board committees in accordance with the bylaws;
- Ensure there are at least three trustees on each committee and at least five trustees on the executive committee, if applicable; and,
- Ensure all trustees appointed to committees are elected by a majority of the board.

Annual Disclosure Forms. The board must:

- Each year, ensure each trustee submits an annual Disclosure of Financial Interest by a Current or Former Trustee (the [financial disclosure form](#) is available on the Institute's website) with the education corporation's Annual Report by August 1st. This includes all board members who served at any time from July 1st- June 30th of the previous year, even if they only served part of the time and have departed the board.

Policies. The board must:

- Meet within 30 days of the issuance of the Provisional Charter and ratify the bylaws;
- Seek Institute approval for any amendments to the bylaws. A copy of the amended and ratified bylaws and the resolution or minutes approving such amendment must be submitted to the Institute. The amendment will either be deemed effective if it is non-material, or the Institute will approve or reject the amendment if it is material;
- Approve and implement a code of ethics and conflict of interest policy. These policies may be contained in one policy document or may be divided into two separate but consistent documents. Either way, they must be distributed to every trustee, officer, and employee of the education corporation; and,
- Once the education corporation has 20 or more employees and an annual revenue of over one million dollars in the prior fiscal year, approve and implement a whistleblower policy. The whistleblower policy must be distributed to every trustee, officer, employee, and volunteer who provides substantial services to the education corporation.

BOARD MEMBERSHIP REQUIREMENTS

Number of Trustees

The education corporation's board of trustees (the "board") is initially comprised of the persons identified in the final Charter Application and listed on the Provisional Charter issued by the New York State Board of Regents (the "Board of Regents"). The board must have at least five trustees, but may not exceed 25 trustees.¹ This differs from the New York Not-For-Profit Corporation Law ("N-PCL"), which establishes a minimum of three trustees for other not-for-profit corporations.

The "entire board," or "whole number," is defined as the total set number of trustees entitled to vote, regardless of whether there are vacancies or absences. Quorum is always a majority of the entire board; *not* a majority of the number of trustees currently serving or present at a meeting. If the bylaws state a number range of trustees rather than a set number, the board must "fix" the number. Otherwise, it is set as the number of trustees at the most recent election or as set forth in the Provisional Charter.

Example: If the bylaws state the board shall consist of between five and 15 trustees and the board fixed the number at nine, the entire board is nine and quorum is five. If two trustees resign without being replaced, the entire board is still nine and quorum is still five.

To change the set number of trustees, the board must amend the bylaws or approve the action in accordance with the bylaws by:

1. Properly noticing the meeting in which the board will consider changing the number of trustees. Unless otherwise indicated in the bylaws, proper notice under the Public Officers Law and Education Law means:
 - Mailing a notice of the time and place of the meeting to the usual address of each trustee five to 10 days before the meeting;²
 - Posting a notice at a designated school facility and on the education corporation's website of the date, time, and location(s) where members will be participating in the meeting and counting toward quorum at least 72 hours before the meeting;
 - Sending the notice to the news media at least 72 hours before the meeting; and,
 - Any other special notice provisions contained in the bylaws.³
2. Ensuring quorum is present at the meeting;
3. Approving the amendment or action by:
 - For an increase to the number of trustees, a majority vote of trustees present; or,
 - For a decrease to the number of trustees, a two-thirds vote of the trustees present.
4. Submit a copy of the amended bylaws and the minutes or resolution approving such amendment or action to the Institute via email to charter.legal@suny.edu; and,
5. For a decrease to the number of trustees, file a certified copy of the action to the Board of Regents via the Annual Report due on August 1st.⁴

Note: No decrease in the number of trustees may shorten the term of an incumbent trustee.⁵

Trustee Qualifications

The law requires each board member be at least 18 years of age. No person with an interest in a for-profit contract with the education corporation may serve on the board except to the extent permitted by the N-PCL and the New York General Municipal Law ("GML"). This generally means no teacher,

1. Education Law § 226(1).

2. Education Law § 226(3).

3. Public Officers Law § 104. For more information on noticing board meetings, please see the Institute's Guide to Open Meetings Law on its legal compliance website.

4. See Education Law § 226(1); Charter Agreement Section 2.2(b).

5. N-PCL § 702(b)(2).

administrator, or subcontractor whom the education corporation employs may serve on the education corporation's board. However, there is nothing prohibiting such persons from being non-voting "trustees," but such persons do not count toward quorum or vote.

If the board would like to add any additional trustee qualifications, such as certain experiences, relationships with the community, fundraising requirements, etc., these may be added to the bylaws. More information on how to amend the bylaws is provided in this guidance document in the section on Bylaws.

No more than 40% of the board trustees may be affiliated with any other single entity, except for another charter school education corporation. An education corporation may request a waiver of this provision, but the Charter Agreement requires the education corporation to provide the Institute with compelling reasons for the waiver.⁶

Trustees, or their immediate family members, may be affiliated with a not-for-profit CMO providing services to the board's school(s), provided, in order for one trustee to be so affiliated with a CMO, the minimum size of the board must be six, and in order for up to two trustees to be affiliated with a CMO, the minimum size of the board must be seven. The affiliated trustee(s) must disclose the affiliation to the board every time an issue before the board involves the CMO and the affiliated trustee(s) must not deliberate upon or vote on any matter involving the CMO. The following restrictions must be included in the bylaws and adhered to:

- A. Termination of the contract with the CMO shall constitute cause for removal of such person(s) from the education corporation board, and upon such termination such person(s) may be removed from the board by majority vote provided there is a quorum of trustees present at the meeting;
- B. Such person(s) shall not hold the offices of chair or treasurer of the education corporation board;
- C. When the education corporation board has proper grounds to go into executive session pursuant to the Open Meetings Law, and the board is to discuss or vote upon an issue related to the CMO or the personnel of such organization, the board may, after such person(s) has had an opportunity to fully address the board, continue such executive session outside of the presence of such person(s); and,
- D. There must be a minimum of six trustees for one trustee to be affiliated with the CMO and there must be a minimum of seven trustees for two trustees to be affiliated with the CMO.⁷

Officers

Boards may elect officers from among the board members who are given a higher level of responsibility. The board may elect officers such as a chair or president, one or more vice-chairs, a secretary, a treasurer, and any other officers as it may determine or as may be provided in the bylaws. The board chair may not also serve as the secretary.⁸ Further, if a trustee is affiliated with the CMO, such trustee may not be the chair or treasurer of the education corporation's board.⁹ The bylaws should provide how officers are appointed or elected subject to board approval, the term of office, and the designated authority and duty of officers.

6. [Charter Agreement Section 2.2\(d\)](#).

7. [Charter Agreement Section 2.2\(e\)](#).

8. N-PCL § 713(a).

9. [Charter Agreement Section 2.2\(e\)](#).

Board Committees

The first meeting of the board is a good time to establish standing committees of the board (such as audit, finance, academic, etc.), as set in the bylaws. This should include delineating the functions and powers of the committees and electing members and officers of the committees. Trustees must be elected to committees by a majority of the entire board, not just by the board chair.¹⁰

Please see the below chart for more information on committee requirements and authority.

	Executive Committee¹¹	Standing Committee/Committee of the Board¹²	Advisory or Ad Hoc Committee/Committee of the Corporation¹³
Minimum # of Trustees Required	5	3	None
Non-Trustee Members?	No	No	Yes
Maximum Authority, Subject to Delegation in the Bylaws or Resolution	Full authority of the board, except no authority as to the following: 1. The granting of degrees; and, 2. The removal of trustees from office.	Full authority of the board, except no authority as to the following: 1. The submission to members of any action requiring members' approval under N-PCL; 2. The filling of vacancies in the board of directors or in any committee; 3. The fixing of compensation of the directors for serving on the board or on any committee; 4. The amendment or repeal of the bylaws or the adoption of new bylaws; 5. The amendment or repeal of any resolution of the board which by its terms shall not be so amendable or repealable; 6. The election or removal of officers and directors; 7. The approval of a merger or plan of dissolution; 8. The adoption of a resolution recommending to the members action on the sale, lease, exchange, or other disposition of all or substantially all the assets of a corporation or, if there are no members entitled to vote, the authorization of such transaction; and, 9. The approval of amendments to the certificate of incorporation.	No authority to bind the board.
Subject to OML?	Yes	Yes	Depends*

* Please note meetings of committees are subject to the Open Meetings Law ("OML") requirements if: 1) all the committee members are board trustees; or, 2) board trustees make up a "core membership" of the committee, i.e., the focus of the committee is on the trustees rather than the non-trustees.¹⁴ For more information on the Open Meetings Law, please see the Institute's [Guide to Open Meetings Law](#) on its legal compliance website.

10. N-PCL § 712(a).

11. Education Law § 226(2).

12. N-PCL §§ 712(a), (e) (committees with non-trustee members cannot bind the board).

13. N-PCL § 712(e).

14. See N.Y. Pub. Off. Law § 102(2); see also N.Y. Comm. on Open Gov't, OML-AO-5068 (Mar. 18, 2011); N.Y. Comm. on Open Gov't, OML-AO-4158 (Mar. 15, 2006).

Removing or Adding a Trustee

The board must notify the Institute within five business days of the following board actions: removal, resignation, expiration of term without re-election, or other departures from the board.¹⁵ When a trustee resigns, their term expires without re-election, or they otherwise depart from the board, the board must send an email to charter.legal@suny.edu with the: 1) name of the departing trustee; 2) date of departure; and, 3) reason for departure. If a trustee fails to attend three consecutive meetings without an excuse accepted by the other trustees, the trustee is deemed to have resigned and the vacancy must be filled.¹⁶

An education corporation's board may only remove trustees for cause.¹⁷ In order to remove a trustee for cause, the board must:

1. Receive a written complaint of the trustee's misconduct, incapacity, or neglect of duty;
2. Investigate the allegations and determine if true;
3. Provide at least one week's notice to the accused trustee and all other trustees of the proposed removal;
4. Vote to remove the trustee by a majority of the entire board; and,
5. Submit the board resolution or minutes with the removal and votes recorded to the Institute at charter.legal@suny.edu.¹⁸

Please note: A trustee who resigns, departs, or is removed during the year is still responsible to complete a [Financial Disclosure form](#). The board is responsible for providing a copy of every transaction the trustee engaged in with the education corporation for the year by August 1st as part of the Annual Report. For more information on this annual requirement, see the section on the Annual Trustee Disclosure Report below.

In order to add a new trustee to the board, the board must:

1. Vote to elect the proposed trustee according to the board's bylaws;
At this point, the proposed trustee is not an approved trustee and cannot vote or take any official action on behalf of the education corporation nor count toward quorum. The Institute must approve the proposed trustee before they can be seated as a trustee.
2. Notify the Institute by sending an email to charter.legal@suny.edu with the proposed trustee's name. The Institute will then request the following documents in Epicenter:
 - Request for Information ("RFI") form completed and signed by the proposed trustee.
 - Resume or brief biographical information of the proposed trustee;
 - Board resolution or minutes showing election and approval by the board; and,
 - Updated Board Contact List of all the board members.
3. Within 45 days of submittal in Epicenter, the Institute will approve or reject the proposed trustee in writing. If the Institute does not respond within 45 days, the trustee may be seated on the board.¹⁹

A new trustee who replaces a removed or resigned trustee takes over the remaining term of the removed or resigned trustee. For example, if a trustee with one year left in their term resigns, the new trustee who replaces the resigned trustee will only have one year until they are up for re-election. Please ensure records accurately reflect the terms of each trustee.

15. [Charter Agreement Section 2.2\(f\)](#).

16. Education Law §226(4).

17. Education Law §226(8).

18. *Id.*

19. [Charter Agreement Section 2.3](#).

Annual Trustee Disclosure Report

By August 1st of each year, the education corporation is required to submit an Annual Report to the New York State Department of Education ("NYSED").²⁰ The Annual Report must include a "Disclosure of Financial Interest by a Current or Former Trustee" for every trustee who served on the board during any portion of the previous July 1st- June 30th. The [Financial Disclosure form](#) may be found on the Institute's website. If a trustee fails to file the disclosure report within 30 days of the August 1st deadline, or if such report is materially incomplete, misleading, or untruthful, the board may be required to remove such trustee pursuant to a vote of the board in a timely fashion. If the board fails to remove such member in a timely fashion, the board will be in material violation of its charter.

Best Practice Tip: Have the Financial Disclosure form readily available and have departing board members complete the form at the time of their departure.

Governance

The board has final authority for the policy and operational decisions of each school it has the authority to operate, but the board may delegate decision-making authority to board committees, the CMO, and/or employees at the school level in accordance with the provisions of the charter. The board should outline those decisions over which the board intends to retain authority and those it intends to delegate and to whom.

The board should always be clear on how it wants to be kept informed of the school(s)'s progress including what sources of data it will use to assess whether a school is meeting its academic and financial goals and whether a school is operating pursuant to the directives of the board. For education corporations working with CMOs or partner organizations, the board and strategic plan should be clear on how to hold such entities accountable for the commitments outlined in the contracts and how to address deficiencies should they arise. The board should annually evaluate a CMO or partner organization to ensure the relationship is effective.

Boards are also responsible for effectively communicating with the school community including school leadership, staff members, families, and students. Upon application, the board is required to provide how it will promote the involvement of staff members and families in school governance.²¹ Though charter schools are not required to establish a parent association or a parent-teacher association, schools may choose to establish such organizations. Other ways to promote family involvement is by having parents on the board, providing opportunities for parents and staff members to attend and comment at public board meetings, or establishing parent committees or organizations which make reports to the board.

20. Education Law § 2857(2).
21. Education Law § 2851(c).

BYLAWS

The Institute strongly encourages education corporations to work with their legal counsel to draft the bylaws. Several laws dictate what provisions must or should be included in a charter school education corporation's bylaws, such as Education Law, N-PCL, GML, and Open Meetings Law. The Institute's table of provisions which should be included in bylaws is available in **Appendix A** of this document.

Ratification

After the education corporation is formed, no further action is needed to empower the board. The education corporation's bylaws, however, do need to be officially ratified by the board. The board must meet and ratify the bylaws **within 30 days** of the Board of Regents issuing the Provisional Charter.²² Ensure the proper version of the bylaws is approved since bylaws are often revised during the charter application process.

Amendment

The Institute strongly encourages education corporations to work with their legal counsel to amend the bylaws. When a board would like to amend its bylaws, it should first review the Charter Agreement and current bylaws to determine if there are any restrictions on amendment and what may or may not be included in the bylaws.

To amend the bylaws, the board must:

1. Properly notice the meeting in which the board anticipates voting to amend the bylaws by:
 - Mailing a notice of the time and place of the meeting to the usual address of each trustee five to 10 days before the meeting;
 - Posting a notice of the meeting and the proposed amendments at a designated school facility and on the education corporation's website of the date, time, and location(s) where members will be participating in the meeting and counting toward quorum at least 72 hours before the meeting;
 - Sending the notice to the news media at least 72 hours before the meeting; and,
 - Any other special notice provisions contained in the bylaws.²³
2. Approve amendment to the bylaws by a majority vote of trustees present at a meeting in which quorum is present, or as otherwise required by the current bylaws; and,
3. Submit a copy of the amended and ratified bylaws and the minutes or resolution approving such revision to the Institute.

The Institute will then determine if the amendment is material or not. If non-material, the amendment is deemed effective immediately. If the change is material, the Institute will either approve the amendment through the charter revision process, or will reject the proposed amendment.

Note: The Institute recommends education corporations contact the Institute to discuss any proposed amendments prior to making any changes to the bylaws. This will help the Institute advise the education corporation on the materiality of the amendment and how to best proceed.

²² [Charter Agreement Section 2.2.](#)
²³ For more information on noticing board meetings, please see the Institute's [Guide to Open Meetings Law](#) on its legal compliance website.

CODE OF ETHICS/CONFLICT OF INTEREST POLICY

The New York State Charter School Act of 1998 (the "Act") requires charter schools to draft and implement a code of ethics which details the standards of conduct expected of its trustees, officers, and employees, including standards for disclosing conflicts of interest regarding any matter brought before the board of trustees.²⁴ The code of ethics and conflict of interest policy may be contained in one policy document which fulfills all of the legal requirements, or may be divided into two separate but consistent documents. It is important to ensure all of the education corporation's policies and documents are aligned and clear so trustees, officers, and employees know their duties and the required procedures. No matter how many schools an education corporation operates, it only needs one code of ethics/conflict of interest policy.

Several laws dictate what provisions must be included in a charter school education corporation's code of ethics and conflict of interest policy. The Act specifies the GML's conflict of interest provisions are applicable to charter school education corporations to the same extent those provisions are applicable to school districts and the N-PCL applies to education corporations so long as it does not conflict with the Education Law.²⁵

The Institute strongly encourages education corporations to work with their legal counsel to draft the code of ethics and conflict of interest policy. The code of ethics and conflict of interest policy need to be distributed to every trustee, officer, and employee of the education corporation.

The Institute's tables of provisions which should be included in the code of ethics and conflict of interest policy are available in **Appendices B and C**, respectively, of this document.

Related Party Transactions

The N-PCL dictates mandatory provisions which must be in the conflict of interest policy. These include procedures for disclosing, addressing, and documenting related party transactions.²⁶ There is a ban on all related party transactions unless it is determined by the board, or an authorized committee, to be fair, reasonable, and in the corporation's best interest at the time of the decision. This aligns with the Charter Agreement Section 2.5 requirement that such transactions be at fair market values or better for the education corporation. Related parties may not participate in the deliberations or voting related to the transaction. However, the related party may be asked by the board to present about the transaction prior to any deliberations or vote. This aligns with Charter Agreement Section 2.2 regarding the handling of CMO-affiliated board members. A complete list of the required provisions regarding related party transactions may be found in the conflict of interest policy table in **Appendix C** of this document.

Attorney General Involvement

The Attorney General may bring an action to enjoin, void, or rescind any proposed or approved related party transaction determined to violate the N-PCL or not be in the best interests of the corporation. The Attorney General also has the power to seek restitution and remove directors or officers for violations. For more information on the consequences and defenses to related party transactions, see N-PCL § 715.

24. Education Law § 2851(2)(v).
25. Education Law § 2854(1)(f) (GML); Education Law §§ 2853(1)(b), 216-a (N-PCL).
26. N-PCL §§ 715, 715-a.

Whistleblower Policy

An education corporation with 20 or more employees **and** an annual revenue (not income) of over one million dollars (\$1,000,000.00) in the prior fiscal year, must enact a whistleblower policy. While some education corporations may not be required to adopt this policy in start-up years, most education corporations with at least one operating school will hit these thresholds during their first charter term. Therefore, the boards of all education corporations will have to adopt, oversee the implementation of, and comply with such policy. The whistleblower policy must be distributed to every trustee, officer, employee, and volunteer who provides substantial services to the education corporation.

The N-PCL dictates what provisions must be included in a charter school education corporation's whistleblower policy.²⁷ The Institute's table of provisions which should be included in the whistleblower policy is available in **Appendix D** of this document.

Important: Please ensure all handbooks and other materials contain aligned policies and please ensure any revision to a policy provision is reflected in all places the provision is written.

APPENDIX A

BYLAWS TABLE

Disclaimer: This table is intended to be a *guide* for charter school education corporations and does not purport to include every provision that should be included in the bylaws. Further, the provisions included below do not need to be quoted verbatim and should instead be personalized to reflect the actual and specific procedures implemented by the education corporation.

Topic	Legal Authority	Provision
Trustees	Ed Law § 226(1)	Entire board must be at least five and no more than 25 trustees.
Trustees	Ed Law § 226(1)	Quorum is the majority of the entire board.
Trustees	Charter Agreement § 2.2(d)	No more than 40% of the board trustees may be affiliated with any other single entity, except for another charter school education corporation.
Trustees	Charter Agreement § 2.2(e)	No more than one or two trustees, or their immediate family members, may be affiliated with CMOs. If the board has at least six trustees, it may have one trustee affiliated with CMOs, and if the board has at least seven trustees, it may have up to two trustees affiliated with CMOs. In the event one or two trustees are affiliated with CMOs, the restrictions detailed in the Model Charter Agreement Section 2.2 apply and must be included in the bylaws.
Committees	N-PCL § 712(a)	Committees have the authority of the board to the extent provided in the bylaws, except no committee shall have authority as to the matters contained in N-PCL § 712(a)(1)-(9).
Committees	N-PCL § 712(a)	Members of standing committees must be elected by a majority of the board and may not appointed solely by the board chair.
Committees	N-PCL § 712(a)	All standing committees, except for the executive committee, must have at least three trustees.
Committees	Ed Law § 226(2); N-PCL § 712(e)	If there is an executive committee, it must have at least five trustees and no non-trustee members.
Committees	N-PCL § 712(e)	Non-trustees may only serve on "committees of the corporation" and these committees shall not have the authority to bind the board. Non-trustee members must be elected or appointed in the manner set forth in the bylaws, or if not in the bylaws, in the same manner as trustees.
Meetings	Ed Law § 2851(2)(c)	For boards incorporated after 2010, establish procedures for conducting and publicizing monthly board meetings at each school which comply with the Open Meetings Law requirements.
Removal	Ed Law § 226(8)	Trustees and officers may only be removed in accordance with the notice and voting procedures in Education Law § 226(8), as opposed to "with or without cause."
Amendment	Charter Agreement § 2.2(b)	If there are any provisions regarding how to amend the bylaws, it must be included that material amendments are not effective without the approval of the SUNY Trustees or the Institute and may require formal revision of the charter.

APPENDIX B

CODE OF ETHICS TABLE

Disclaimer: This table is intended to be a guide for charter school education corporations and does not purport to include every provision that should be included in the code of ethics. Further, the provisions included below do not need to be quoted verbatim and should instead be personalized to reflect the actual and specific procedures implemented by the education corporation.

Topic	Legal Authority	Provision
Definition	GML §§ 800, 802	The definition of a "conflict of interest" in accordance with GML definitions and exceptions.
Disclosure	GML § 803	Any education corporation officer or employee who has, will have, or later acquires an interest in or whose spouse has, will have, or later acquires an interest in any actual or proposed contract, purchase agreement, lease agreement or other agreement, including oral agreements, with the education corporation of which they are an officer or employee, shall publicly disclose the nature and extent of such interest in writing to their immediate supervisor and to the governing body thereof as soon as they have knowledge of such actual or prospective interest. Such written disclosure shall be made part of and set forth in the official record of the proceedings of such body.
Prohibitions	GML § 801	<p>No education corporation officer, including trustees, or employee shall have an interest in any contract with the education corporation of which they are an officer or employee, when such officer or employee, individually or as a member of a board, has the power or duty to (a) negotiate, prepare, authorize or approve the contract or authorize or approve payment thereunder (b) audit bills or claims under the contract, or (c) appoint an officer or employee who has any of the powers or duties set forth above and (2) no chief fiscal officer, treasurer, or their deputy or employee, shall have an interest in a bank or trust company designated as a depository, paying agent, registration agent or for investment of funds of the municipality of which they are an officer or employee. The provisions of this section shall in no event be construed to preclude the payment of lawful compensation and necessary expenses of any education corporation officer or employee in one or more positions of public employment, the holding of which is not prohibited by law.</p> <p>Trustees, officers, and employees cannot have an interest in any for-profit contract with the education corporation. This is why teachers, school administrators, and other school employees generally may not serve on their school's board. Contracts with not-for-profit entities, such as CMOs and partners, must be disclosed but are not necessarily prohibited.</p>
Contract Effects	GML § 804	Contracts entered into in violation of the GML are null, void, and wholly unenforceable.

Topic	Legal Authority	Provision
Prohibitions	GML § 805-a	<p>No trustee, officer or employee shall:</p> <ul style="list-style-type: none"> - Directly or indirectly, solicit any gift, or accept or receive any gift having a value of seventy-five dollars (\$75) or more, whether in the form of money, service, loan, travel, entertainment, hospitality, thing or promise, or in any other form, under circumstances in which it could reasonably be inferred the gift was intended to influence them, or could reasonably be expected to influence them, in the performance of their official duties or was intended as a reward for any official action on their part; - Disclose confidential information acquired by them in the course of their official duties or use such information to further their personal interests (this goes beyond the federal Family Educational Rights and Privacy Act, "FERPA," restrictions); - Receive, or enter into any agreement, express or implied, for compensation for services to be rendered in relation to any matter before any education corporation school, committee, or agency of which they are an officer, trustee, or employee or of any school, committee, or agency over which they have jurisdiction or to which they have the power to appoint any member, officer or employee; or, - Receive, or enter into any agreement, express or implied, for compensation for services to be rendered in relation to any matter before the education corporation or any school, committee, or agency of their corporation, whereby their compensation is to be dependent or contingent upon any action by such corporation, committee, or agency with respect to such matter, provided this paragraph shall not prohibit the fixing at any time of fees based upon the reasonable value of the services rendered.
Standards of Conduct	GML § 806	<p>Provide standards of conduct reasonably expected of trustees, officers, and employees with respect to:</p> <ul style="list-style-type: none"> - Holding of investments in conflict with official duties; - Private employment in conflict with official duties; - Future employment; and, - Other standards relating to the conduct of officers and employees as may be deemed advisable.

APPENDIX C

CONFLICT OF INTEREST POLICY TABLE

Disclaimer: This table is intended to be a guide for charter school education corporations and does not purport to include every provision that should be included in the conflict of interest policy. Further, the provisions included below do not need to be quoted verbatim and should instead be personalized to reflect the actual and specific procedures implemented by the education corporation.

Topic	Legal Authority	Provision
Definition	N-PCL § 715-a(b)(1)	The definition of a "conflict of interest" in accordance with GML definitions and exceptions.
Disclosure	N-PCL § 715-a(b)(2)	The procedure for disclosing conflicts and written procedures for how the board or a committee will determine whether a conflict exists.
Prohibitions	N-PCL § 715-a(b)(3)	A conflicted person may not be present at or participate in the board or committee deliberation or vote on the matter, provided the board may request the person present background information or answer questions prior to the deliberations or voting.
Prohibitions	N-PCL § 715-a(b)(4)	A conflicted person may not attempt to improperly influence the deliberation or vote on the matter.
Documentation	N-PCL § 715-a(b)(5)	Conflicts and their resolutions must be documented in the corporate records and must also be in the corporate minutes of any meeting where the conflict is discussed or voted upon (this goes beyond the Open Meetings Law minutes requirements).
Initial and Annual Disclosure	N-PCL § 715-a(c); Charter Agreement §§ 2.3, 2.2(g)	<p>Prior to election and annually thereafter, all trustees will be required to file with the board secretary a written statement identifying any entity for which the corporation has a relationship with and for which the trustee is an officer, director, trustee, member, owner or employee. The trustee will also be required to identify any transaction with which the trustee may have a conflict. Conflict statements by trustees must be submitted to the chair of the audit committee or the board chair.</p> <p>Model Charter Agreement Section 2.3 regarding School Trustee Background Information satisfies the initial disclosure of conflicts required by N-PCL § 715-a(c). The School Trustee Disclosure Report in Model Charter Agreement Section 2.2(g), which is required as part of the Annual Report for each trustee, handles the annual disclosure portion of § 715-a(c).</p>
Related Party Transactions	N-PCL § 715-a(b)(6)	Procedures for disclosing, addressing, and resolving related party transactions.
Related Party Transactions	N-PCL § 715(a)	A ban on all related party transactions unless it is determined by the board, or an authorized committee, to be fair, reasonable, and in the corporation's best interest at the time of the decision. An interested director, officer, or key person will be required to disclose all material facts, but may not participate in the deliberations or voting related to the transaction.
Related Party Transactions	N-PCL § 715(b)	<p>Where the transaction involves a charitable organization and the related party has a substantial financial interest, the board or board committee must:</p> <ul style="list-style-type: none"> - Consider alternative transactions prior to entering the transaction; - Approve the transaction by majority vote of those present; and, - Document the basis for approval and considered alternatives contemporaneous with the final decision.

APPENDIX D

WHISTLEBLOWER POLICY TABLE

Disclaimer: This table is intended to be a guide for charter school education corporations and does not purport to include every provision that should include in the whistleblower policy. Further, the provisions included below do not need to be quoted verbatim and should instead be personalized to reflect the actual and specific procedures implemented by the education corporation.

Topic	Legal Authority	Provision
Prohibitions	N-PCL § 715-b(a)	A statement that no trustee, officer, employee, or volunteer who reports actions they believe, in good faith, are fraudulent, illegal, or against policy will suffer intimidation, harassment, discrimination, or other retaliation, or, in the case of employees, adverse employment action.
Reporting	N-PCL § 715-b(b)(1)	Procedures for reporting alleged violations of the whistleblower policy.
Administration	N-PCL § 715-b(b)(2)	The requirement that someone be designated to administer the policy who shall report to the board or a board committee. Ex-officio board members who are employees may not participate in any board or committee deliberations or voting relating to administration of the whistleblower policy.
Prohibitions	N-PCL § 715-b(b)(3)	The requirement that the person who is the subject of a whistleblower complaint not be present at or participate in board or committee deliberations or vote on the matter relating to such complaint, except if the board requests background information and questions prior to the start of deliberations and voting.
Distribution	N-PCL § 715-b(b)(4)	The requirement that a copy of the policy be distributed to all trustees, officers, employees, and volunteers who provide substantial services.



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